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*Attorneys for the Official Committee of
Unsecured Creditors Holding Asbestos-Related Claims*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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)	
In re)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,)	
f/k/a GENERAL MOTORS CORP., <i>et al.</i> ,)	
)	Case No. 09-50026 (REG)
)	
Debtors.)	Jointly Administered
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**PROPOSED ORDER GRANTING THE APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS HOLDING ASBESTOS-RELATED CLAIMS
FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 2004 AUTHORIZING
THE TAKING OF DOCUMENT DISCOVERY AND DEPOSITION TESTIMONY
FROM THE DEBTORS, FROM GENERAL MOTORS, LLC, ITS
SUBSIDIARIES AND AFFILIATED COMPANIES, AND FROM CERTAIN
NONBANKRUPT ASBESTOS DEFENDANTS**

Upon the Application (“**Application**”) of the Official Committee of Unsecured
Creditors Holding Asbestos-Related Claims (“**ACC**”) for an order pursuant to Rule 2004 of

the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing the ACC to commence discovery for purposes of estimating the value of the Debtors’ aggregate liability for pending and future claims for asbestos-related personal injury and wrongful death; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and good and sufficient notice of the Application having been given; and no other or further notice being required; and sufficient cause appearing therefor; it is

ORDERED that the Application is **GRANTED**; and it is further

ORDERED that the ACC may serve, and the Debtors and New GM are directed to respond to, document requests along the lines set forth in **Exhibit B** to this Application; and it is further

ORDERED that the ACC may serve, and the Debtors and New GM are directed to respond to, subpoenas directing them to designate individuals to testify on their behalf with respect to subject matters along the lines of those set out in **Exhibit C**; and it is further

ORDERED that the ACC may serve, and Certain Asbestos Defendants (as defined in the Application) are directed to respond to, subpoenas directing them to designate individuals to testify on their behalf with respect to subject matters along the lines of those set out in **Exhibit D**, and to produce documents as set forth in **Exhibit D**; and it is further

ORDERED that the ACC may serve, in due course, pursuant to Bankruptcy Rule 2004, without further order of the Court, such additional discovery requests upon any

person as the ACC may appropriate for the purposes of estimating the Debtors' aggregate liability for Asbestos Claims, subject however, to the right of persons receiving such requests to raise objections and be heard for resolution of the same; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2010

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE